

Robert E. Spicer, Jr. (VSB No. 24194)
William H. Schwarzschild, III (VSB No. 15274)
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Counsel for LandAmerica Financial Group, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
LANDAMERICA FINANCIAL)	Chapter 11
GROUP, INC.,)	
)	Case No. 08-35994 (KRH)
Debtor.)	

**SECOND INTERIM APPLICATION OF WILLIAMS MULLEN
FOR ALLOWANCE OF COMPENSATION AND EXPENSE
REIMBURSEMENT AS SPECIAL CORPORATE COUNSEL TO THE DEBTOR**

Williams, Mullen, Clark & Dobbins, P.C. ("Williams Mullen"), special corporate counsel for LandAmerica Financial Group, Inc. in the above-captioned case (the "Debtor"), submits the following as its Second Interim Application For Allowance Of Compensation And Expense Reimbursement As Special Corporate Counsel To The Debtor (the "Application") pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure. In this Application, Williams Mullen seeks approval of compensation in the amount of \$75,014.50 and reimbursement of expenses in the amount of \$234.35 for the period of March 1, 2009 through and including May 31, 2009, and in support thereof states as follows:

JURISDICTION

1. The Court has jurisdiction to consider this matter under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding under 28 U.S.C. § 157(b). Venue is before the Court

pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief requested herein are 11 U.S.C. §§ 330 and 331.

BACKGROUND

3. On November 26, 2008 (the "Petition Date"), the Debtor filed a voluntary petition in this Court for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the "Bankruptcy Code"). The Debtor continues to operate its business and manage its properties as debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. On December 5, 2008, the Debtor applied to the Court for an order authorizing it to retain Williams Mullen as its special corporate counsel, effective *nunc pro tunc* to the Petition Date, to render legal services to the Debtor relating to the Debtor's ongoing business operations, including, without limitation, any corporate, securities, business combination, employee benefit, employment, and tax issues that may arise to the extent requested by the Debtor.

5. On December 16, 2008, Robert E. Spicer, Jr., on behalf of Williams Mullen, filed a supplemental declaration in support of the Debtor's application for the entry of an order authorizing the employment and retention of Williams Mullen as special corporate counsel to the Debtor.

6. On December 21, 2008, the Court entered an order (the "Retention Order") authorizing the Debtor to employ and retain Williams Mullen as its special corporate counsel effective *nunc pro tunc* to the Petition Date. A copy of the Retention Order is attached hereto as Exhibit A.

7. On December 21, 2008, the Court entered an Order Under Sections 105(a) and 331 Of The Bankruptcy Code Establishing Procedures For Interim Compensation (the "Interim

Compensation Order"). A copy of the Interim Compensation Order is attached hereto as Exhibit B.

8. Pursuant to the terms of the Interim Compensation Order, if no objection is filed to a monthly fee application within twenty (20) days of the date of filing of that application, then the respective professionals may be paid eighty-five percent (85%) of the fees and one hundred percent (100%) of the expenses set forth in the applicable monthly fee application.

9. The Interim Compensation Order provides for the payment of the remaining fifteen percent (15%) of fees following approval of the professional's interim compensation request by this Court.

10. On April 16, 2009, Williams Mullen served its fourth Monthly Fee Request for the amount of \$35,577.20 consisting of \$35,412.00 for professional fees and \$165.20 for expenses relating to the period from March 1, 2009 through and including March 31, 2009. The 20 day period for objections expired on May 6, 2009 without any objections. On May 18, 2009, Williams Mullen was paid 85% of the requested professional fees and 100% of requested expenses, in the aggregate amount of \$30,265.40.

11. On May 29, 2009, Williams Mullen served its fifth Monthly Fee Request for the period from April 1, 2009 through and including April 30, 2009 for the amount of \$19,730.15, consisting of \$19,691.00 for professional fees and \$39.15 for expenses. The 20 day period for objections expired on June 18, 2009, without any objections. On July 9, 2009, Williams Mullen was paid 85% of the requested professional fees and 100% of requested expenses, in the aggregate amount of \$16,776.50.

12. On June 15, 2009, Williams Mullen served its sixth Monthly Fee Request for the period from May 1, 2009 through and including May 31, 2009 for the amount of \$19,941.50,

consisting of \$19,911.50 for professional fees and \$30.00 for expenses. The 20 day period for objections expired on July 5, 2009, 2009, without any objections. On July 14, 2009, Williams Mullen was paid 85% of the requested professional fees and 100% of requested expenses, in the aggregate amount of \$16,954.78.

13. Williams Mullen has rendered professional services to the Debtor from and including March 1, 2009 through and including May 31, 2009 (the "Interim Fee Period") for which it seeks compensation in the amount of \$75,014.50. The Debtor paid \$30,100.20 after the fourth Monthly Fee Request, \$16,737.35 after the fifth Monthly Fee Request, and \$16,924.78 after the sixth Monthly Fee Request, leaving a remaining balance of \$11,252.17. Attached hereto as Exhibit C is a statement of the fees incurred.

14. During the Interim Fee Period, Williams Mullen incurred \$234.50 in out-of-pocket expenses for which it seeks reimbursement. The Debtor paid \$165.20 after the fourth Monthly Fee Request, \$39.15 after the fifth Monthly Fee Request, and \$30.00 after the sixth Monthly Fee Request, leaving a remaining balance of \$0.00. Attached hereto as Exhibit C is a statement of the expenses incurred.

15. Pursuant to the Interim Compensation Order, Williams Mullen is filing this Application for allowance of compensation for professional services rendered and reimbursement of expenses in this case during the Interim Fee Period.

SUMMARY OF SERVICES RENDERED

16. Williams Mullen provided various services to the Debtor, which may be summarized as follows:

A. <u>General Corporate</u> – Total Hours 1.9	Total \$722.00
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ATTORNEY/ PARALEGAL	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS	FEE
C. M. Marriott	1986	\$480.00	0.2	\$96.00
J. C. Garcia	1997	\$395.00	0.4	\$158.00
J. L. Bristow	1997	\$360.00	1.3	\$468.00

Description

Conferences, document review, legal advice and legal analysis.

Attached hereto as Exhibit C- General Corporate is a complete statement of such services rendered by Williams Mullen.

Necessity and Benefit to the Estate

Williams Mullen assisted the Debtor with the sale of its home warranty business and tax issues relating to an aircraft sale.

B. Securities – Total Hours 6.8 Total \$3,264.00

ATTORNEY/ PARALEGAL	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS	FEE
R. E. Spicer Jr.	1984	\$480.00	6.8	\$3,264.00

Description

Correspondence, conferences, document review, legal advice, and legal analysis.

Attached hereto as Exhibit C- Securities is a complete statement of such services rendered by Williams Mullen.

Necessity and Benefit to the Estate

Williams Mullen assisted the Debtor with its public company reporting obligations under the Securities Exchange Act of 1934, and related matters.

C. Executive Benefits – Total Hours 17.5 Total \$8,400.00

ATTORNEY/ PARALEGAL	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS	FEE
C. L. Rascoe	1979	\$480.00	17.2	\$8,256.00
C. M. Marriott	1986	\$480.00	0.3	\$144.00

Description

Correspondence, conferences, document review, document preparation, legal advice, and legal analysis.

Attached hereto as Exhibit C- Executive Benefits is a complete statement of such services rendered by Williams Mullen.

Necessity and Benefit to the Estate

Williams Mullen assisted the Debtor with its review of executive benefit issues, including its change of control and severance payment obligations.

D. Cash Balance Plan – Total Hours 71.4 Total \$23,828.00

ATTORNEY/ PARALEGAL	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS	FEE
B. M. Dewitt	1995	\$370.00	52.9	\$19,573.00
E. P. Hindsley	2008	\$230.00	18.5	\$4,255.00

Description

Correspondence, conferences, document preparation, document review, research, legal advice, and legal analysis.

Attached hereto as Exhibit C- Cash Balance Plan is a complete statement of such services rendered by Williams Mullen.

Necessity and Benefit to the Estate

Williams Mullen assisted the Debtor with its review and oversight of issues arising in connection with the Cash Balance Plan.

E. Employee Savings and Stock Ownership Plan – Total Hours 51.5 Total \$18,591.00

ATTORNEY/ PARALEGAL	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS	FEE
C. M. Marriott	1986	\$480.00	0.4	\$192.00
B. M. Dewitt	1995	\$370.00	48.5	\$17,945.00
E. P. Hindsley	2008	\$230.00	0.2	\$46.00
C. G. Pollock	N/A	\$170.00	2.4	\$408.00

Description

Correspondence, conferences, document preparation, document review, research, legal advice, and legal analysis.

Attached hereto as Exhibit C- Employee Savings and Stock Ownership Plan is a complete statement of such services rendered by Williams Mullen.

Necessity and Benefit to the Estate

Williams Mullen assisted the Debtor with its review and oversight of plan termination, amendment distribution and related issues.

F. General Employee Benefits – Total Hours 0.9 Total \$355.00

ATTORNEY/ PARALEGAL	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS	FEE
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C. M. Marriott	1986	\$480.00	0.2	\$96.00
B. M. Dewitt	1995	\$370.00	0.7	\$259.00

Description

Correspondence, conferences, document preparation, document review, legal advice, and legal analysis.

Attached hereto as Exhibit C- General Employment Benefits is a complete statement of such services rendered by Williams Mullen.

Necessity and Benefit to the Estate

Williams Mullen assisted the Debtor with necessary review and compliance in connection with employee benefit plans and related matters arising generally and from the bankruptcy filing of the Debtor.

G. Bankruptcy – Total Hours 52.0 Total \$19,854.50

ATTORNEY/ PARALEGAL	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS	FEE
R. E. Spicer Jr.	1984	\$480.00	20.7	\$9,936.00
W. H. Schwarzschild III	1975	\$480.00	10.8	\$5,184.00
R. J. Noble	2008	\$230.00	20.2	\$4,646.00
R. W. Hulcher	2006	\$295.00	0.3	\$88.50

Description

Correspondence, conferences, document preparation, document review, research, bankruptcy filings, legal advice, and legal analysis.

Attached hereto as Exhibit C- Bankruptcy is a complete statement of such services rendered by Williams Mullen.

Necessity and Benefit to the Estate

Williams Mullen assisted the Debtor by monitoring its bankruptcy filings and preparing necessary documents for filing with the Court relating to the engagement of Williams Mullen as special corporate counsel to the Debtor.

17. The total amount of interim compensation requested by Williams Mullen is based on the hourly rates normally charged by the attorneys and the paralegals who performed legal services for the Debtor in this matter and are further summarized on Exhibit C.

18. Attached hereto as Exhibit D is a summary sheet concerning this Application. The fees sought by Williams Mullen are reasonable for the work it performed and in practice

before the United States Bankruptcy Court. Such fees are customary for the specialized services provided and are comparable in amount to services rendered by other attorneys in the area. The fees sought herein are reasonable considering the nature and extent of the work, the time spent, and the value of the services.

19. Williams Mullen hereby certifies that it has submitted and served monthly statements as permitted under the Interim Compensation Order. In addition, it will file and serve this Application as required under the Interim Compensation Order.

20. Williams Mullen submits that the legal services rendered to the Debtor and the out-of-pocket expenses incurred therewith were necessary and reasonable in view of the Debtor's obligations in this case and the scope and nature of the matters in which the Debtor was involved.

21. This Application is made without prejudice to the firm's right to seek further interim allowances and/or final allowance of compensation in the future in accordance with the Retention Order and the Interim Compensation Order.

CONCLUSION

WHEREFORE, Williams Mullen respectfully requests that the Court enter an Order substantially in the form attached hereto as Exhibit E approving the compensation and reimbursement of expenses requested herein, authorizing and directing the Debtor to pay such amounts and granting such other and further relief as the Court deems appropriate.

WILLIAMS MULLEN

By: /s/ William H. Schwarzschild, III
Counsel

EXHIBIT A

[Retention Order Attached]

Paul V. Shalhoub (Admitted *Pro Hac Vice*)
Rachel C. Strickland (Admitted *Pro Hac Vice*)
Jamie M. Ketten (Admitted *Pro Hac Vice*)
WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, New York 10019
(212) 728-8000

– and –

Dion W. Hayes (VSB No. 34304)
John H. Maddock III (VSB No. 41044)
McGUIREWOODS LLP
One James Center
901 East Cary Street
Richmond, Virginia 23219-4030
(804) 775-1000

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

-----X		
In re	:	Chapter 11
	:	
LandAmerica Financial Group, Inc.,	:	Case No. 08-35994 (KRH)
	:	
Debtor.	:	
-----X		

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
WILLIAMS MULLEN AS SPECIAL CORPORATE COUNSEL FOR
THE DEBTOR LANDAMERICA FINANCIAL GROUP, INC.
EFFECTIVE NUNC PRO TUNC TO THE PETITION DATE**

Upon the application (the “Application”)¹ of the above captioned debtor LandAmerica Financial Group, Inc. (the “Debtor” or “LFG”) for the entry of an order authorizing the Debtor to employ and retain Williams, Mullen, Clark and Dobbins, P.C. (“Williams Mullen”) as special corporate counsel to LFG on a limited basis effective as of the date LFG filed its chapter 11 petition, pursuant to sections 327(e) and 330 of title 11 of the United States Code (the

¹ Capitalized terms used but not defined herein shall have the meanings assigned to them in the Application.

“Bankruptcy Code”) and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the “Local Bankruptcy Rules”); and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. § 1408 and 1409; and the Court having reviewed the Application and the Spicer Declaration; and based on the representations of counsel made on the record at the hearing on this Application held on December 16, 2008; and the Court being satisfied based on the representations made in the Application and the Spicer Declaration that Williams Mullen does not hold or represent an interest adverse to the Debtor’s estate with respect to the matters on which it is to be employed, as required by section 327(e) of the Bankruptcy Code; and it appearing to the Court that the relief requested is in the best interests of the Debtor’s estate, their creditors and other parties in interest; and good, adequate and sufficient cause has been shown to justify the immediate entry of this order; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED, ADJUDGED, AND DECREED that:

1. The Application is GRANTED subject to the terms and conditions herein.
2. The Debtors will file and serve the Supplemental Declaration of Robert E. Spicer, Jr. (the “Supplemental Spicer Declaration”) in support of the Application.
3. Upon filing and service of the Supplemental Spicer Declaration, parties in interest shall have ten (10) days in which to object to the retention of Williams Mullen.

4. If no objections are filed within ten (10) days of the filing of the Supplemental Spicer Declaration, LFG's retention of Williams Mullen shall be hereby approved without further order of the Court. If an objection is timely filed, LFG shall schedule and notice a hearing for the Court to consider the Application in accordance with the procedures set forth in this Court's Order Pursuant to Bankruptcy Code Sections 102 and 105, Bankruptcy Rules 2002 and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1 Establishing Certain Notice, Case Management, and Administrative Procedures (Docket No. 32).

5. LFG, and only LFG, is authorized to employ and retain Williams Mullen as special corporate counsel effective *nunc pro tunc* as of to the Petition Date in accordance with the terms and conditions set forth in this Order and the Spicer Declaration.

6. Williams Mullen is authorized to render professional services to LFG as described in the Spicer Declaration on matters related to the Debtor's ongoing business operations, including, without limitation, any corporate, securities, business combination, employee benefit, employment, and tax issues that may arise to the extent requested by the Debtor.

7. Williams Mullen shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtor's chapter 11 case in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, guidelines established by the Office of the U.S. Trustee and any other applicable procedures and orders of the Court.

8. The Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this order in accordance with the Application.

9. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Richmond, Virginia
December ____, 2008

Dec 21 2008 /s/ Kevin R. Huennekens

HONORABLE KEVIN. R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE
Entered on Docket: 12/22/2008

WE ASK FOR THIS:
Paul V. Shalhoub, Esq.
Rachel C. Strickland, Esq.
Jamie M. Ketten, Esq.
WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, New York 10019
(212) 728-8000

- and -

/s/ Dion W. Hayes
Dion W. Hayes (VSB No. 34304)
John H. Maddock III (VSB No. 41044)
McGUIREWOODS LLP
One James Center
901 East Cary Street
Richmond, Virginia 23219-4030
(804) 775-1000

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Rule 9022-1 (C), I hereby certify that the foregoing proposed order substantially in the form herein was served upon all necessary parties.

/s/ Dion W. Hayes

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EXHIBIT B

[Interim Compensation Order Attached]

Paul V. Shalhoub (Admitted *Pro Hac Vice*)
Rachel C. Strickland (Admitted *Pro Hac Vice*)
Jamie Ketten, Esq (Admitted *Pro Hac Vice*)
WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, New York 10019
(212) 728-8000

– and –

Dion W. Hayes (VSB No. 34304)
John H. Maddock III (VSB No. 41044)
McGUIREWOODS LLP
One James Center
901 East Cary Street
Richmond, Virginia 23219-4030
(804) 775-1000

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

-----X	
In re	: Chapter 11
	:
LandAmerica Financial Group, Inc., <i>et al.</i>	: Case No. 08-35994 (KRH)
	:
Debtors.	: (Jointly Administered)
-----X	

**ORDER UNDER SECTIONS 105(a) AND 331 OF THE BANKRUPTCY
CODE ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION**

Upon the motion (the “**Motion**”) of the debtors and debtors in possession in the above-captioned cases (the “**Debtors**”), pursuant to sections 105(a) and 331 of the Bankruptcy Code, seeking entry of an order establishing procedures for interim compensation and reimbursement of expenses of professionals retained in these cases; and due and sufficient notice of the Motion having been provided as set forth in the Motion; and it appearing that no other or further notice need be provided; and no

objections having been filed; and it appearing that the relief requested by the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation thereon and sufficient cause appearing therefor, it is hereby:

ORDERED, ADJUDGED, AND DECREED that:

- .1 The Motion is GRANTED.
- .2 Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.
- .3 Except as may otherwise be provided in orders of this Court authorizing the retention of specific professionals, all professionals in these cases may seek interim compensation in accordance with the procedures set forth in Exhibit A attached hereto.
- .4 Each member of the Creditors' Committees shall be permitted to submit statements of expenses and supporting vouchers to counsel to its committee, which shall collect and submit such requests for reimbursement in accordance with the foregoing procedure for monthly and interim compensation and reimbursement of Professionals; provided, however, that all Creditors' Committee member requests for reimbursement of such members' attorneys' fees or expenses must be made by separate application and scheduled for hearing upon proper notice.
- .5 All time periods referenced in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).
- .6 The requirement under Local Bankruptcy Rule 9013-1(G) to file a memorandum of law in connection with the Motion is hereby waived.

.7 This Court retains jurisdiction to hear and determine all matters arising from or related to the implementation or interpretation of this Order.

Dec 21 2008

Dated: Richmond, Virginia
December ____, 2008

/s/ Kevin Huennekens

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Entered on Docket: 12/22/2008

Paul V. Shalhoub (Admitted *Pro Hac Vice*)
Rachel C. Strickland (Admitted *Pro Hac Vice*)
Jamie M. Ketten (Admitted *Pro Hac Vice*)
WILLKIE FARR & GALLAGHER LLP
787 Seventh Avenue
New York, New York 10019
(212) 728-8000

- and -

/s/ John H. Maddock III
Dion W. Hayes (VSB No. 34304)
John H. Maddock III (VSB No. 41044)
McGUIREWOODS LLP
One James Center
901 East Cary Street
Richmond, Virginia 23219-4030
(804) 775-1000

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Rule 9022-1 (C), I hereby certify that the foregoing proposed order was served upon all necessary parties.

/s/ John H. Maddock III

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Exhibit A
Interim Compensation Procedures

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

-----X	
In re	: Chapter 11
	:
LandAmerica Financial Group, Inc., <i>et al.</i>	: Case No. 08-35994 (KRH)
	:
Debtors.	: (Jointly Administered)
-----X	

**LANDAMERICA FINANCIAL GROUP INC., *ET AL.* INTERIM
COMPENSATION PROCEDURES**

On the date that is no earlier than the 10th day of each month following the month for which compensation is sought, each Professional will serve a monthly fee request (the "**Monthly Fee Request**"), which need not include a narrative, but must include time and expense detail, on the following parties (collectively, the "**Notice Parties**"): (i) LandAmerica Financial Group, Inc., 5600 Cox Road, Glen Allen, VA 23060 (Attn: Michelle H. Gluck, Executive Vice President and Chief Legal Officer; and Michael D. Beverly, Senior Vice President, Associate General Counsel and Corporate Secretary); (ii) Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019-6099 (Attn: Rachel C. Strickland, Esq.), restructuring counsel to the Debtors; (iii) McGuireWoods LLP, One James Center, 901 East Cary Street, Richmond, Virginia 23219 (Attn: Dion W. Hayes, Esq.), co-restructuring counsel to the Debtors; and (iv) the Office of the United States Trustee for the Eastern District of Virginia, 701 East Broad Street, Suite 4304, Richmond, Virginia 23219 (Attn: Robert B. Van Arsdale), and (v) counsel to any statutorily appointed committee.

(a) Each Notice Party will have twenty (20) days after service of a Monthly Fee Request to review the request. Upon the expiration of the 20 day period, the Debtors will promptly pay each Professional its interim payment (the "**Actual Interim Payment**") equal to the lesser of (i) 85% of the fees and 100% of the expenses requested in the Monthly Fee Request (the "**Maximum Payment**") or (ii) 85% of the fees and 100% of the expenses not subject to an objection.

(b) If any Notice Party objects to a Professional's Monthly Fee Request, the objecting party shall, within twenty (20) days of service of the Monthly Fee Request, serve upon the respective Professional and each of the Notice Parties a written "**Notice of Objection to Monthly Fee Request**" setting forth the precise nature of the objection and the amount at issue. Thereafter, the objecting party and the Professional shall attempt to resolve the objection on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay 85% of the agreed upon fees and 100% of the agreed upon expenses. If the parties are unable to reach a resolution of the objection within twenty (20) days after service of the objection, the objecting party shall file its objection (the

“Objection”) with the Court within three (3) business days and serve such Objection on the respective Professional and each of the Notice Parties. Thereafter, the Professional may either: (i) file a response to the Objection with the Court, together with a request for payment of the difference, if any, between the Maximum Payment and the Actual Interim Payment made to the affected Professional (the **“Incremental Amount”**) or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider the Objection, if requested by the parties.

(c) Beginning with the approximately three-month period ending on February 28, 2009, and at three-month intervals thereafter (the **“Interim Fee Period”**), each of the Professionals must file with the Court and serve on the Notice Parties an interim fee application (the **“Interim Fee Application”**) for compensation and reimbursement of expenses sought in the Monthly Fee Requests served during such period. The Interim Fee Application must include a narrative discussion, as well as a summary of the Monthly Fee Requests that are the subject of the application and appropriate time and expense detail. Each Professional shall serve notice of its Interim Fee Application (which identifies the Professional seeking compensation, discloses the period for which the payment of compensation and reimbursement of expenses is being sought, and describes the amount of compensation and expenses sought) on all parties that have entered their appearance pursuant to Bankruptcy Rule 2002. Parties will have twenty (20) days after service of an Interim Fee Application to object thereto. Each Professional must file its Interim Fee Application within 45 days after the end of the Interim Fee Period for which the request seeks allowance of compensation and reimbursement of expenses. The first Interim Fee Application should cover the Interim Fee Period from the Petition Date through and including February 28, 2009. Any Professional that fails to file an Interim Fee Application when due will be ineligible to receive further interim payments of fees or expenses with respect to any subsequent Interim Fee Period until such time as an Interim Fee Application is filed and served by the Professional.

(d) The Debtors shall request that the Court schedule a hearing on the Interim Fee Applications at least once every three months, with the first hearing to be held on April 16, 2009 at 10:00 A.M. Eastern. The Court, in its discretion, may approve an uncontested Interim Fee Application without the need for a hearing, upon the Professional's filing of a certificate of no objection. Upon allowance by the Court of a Professional's Interim Fee Application, the Debtors shall be authorized to promptly pay such Professional all requested fees (including the 15% holdback) and expenses not previously paid.

(e) The pendency of an Objection to payment of compensation or reimbursement of expenses will not disqualify a Professional from the future payment of compensation or reimbursement of expenses.

(f) Neither the payment of nor the failure to pay, in whole or in part, monthly interim compensation and reimbursement of expenses, nor the filing of or failure to file an Objection, will bind any party-in-interest or the Court with respect to the allowance of interim or final applications for compensation and reimbursement of expenses of the

Professionals. All fees and expenses paid to the Professionals under these compensation procedures are subject to disgorgement until final allowance by the Court.

EXHIBIT C

[Williams Mullen Bills Attached]

EXHIBIT C- GENERAL CORPORATE



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LandAmerica Financial Group, Inc.
c/o Michelle H. Gluck, Esquire
Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

MAY 21, 2009
003697.0010
R. E. SPICER JR.
INVOICE NO. 631599

Regarding: GENERAL CORPORATE

BILLING SUMMARY THROUGH APRIL 30, 2009

Fees For Professional Services	\$96.00
Expenses and Advances	\$0.00
CURRENT BILLING	\$96.00
Previous Balance Due	\$119.40
TOTAL BALANCE DUE	\$215.40

To ensure proper credit, please return remittance page or refer to invoice number when payment is made.
Invoices are payable upon receipt. Please make checks payable to: Williams Mullen.

*If you have questions regarding this invoice, please contact
Client Account Services at 888.783.8181 x 1502.*

PLEASE REMIT TO OUR DEPOSIT ACCOUNT OR PAYMENT MAY BE MADE BY WIRE

WILLIAMS MULLEN
P. O. BOX 91719
RICHMOND, VA 23291-1719

SUNTRUST BANK
ABA #: 061000104
ACCOUNT #: 201145499

Williams Mullen Clark & Dobbins, P.C. TIN 54-1246519



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LandAmerica Financial Group, Inc.
c/o Michelle H. Gluck, Esquire
Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

MAY 21, 2009
003697.0010
R. E. SPICER JR.
INVOICE NO. 631599

Regarding: GENERAL CORPORATE

BILLING SUMMARY THROUGH April 30, 2009

Fees For Professional Services	\$96.00
Expenses and Advances	<u>\$0.00</u>
CURRENT BILLING	\$96.00
Previous Balance Due	\$119.40
TOTAL BALANCE DUE	<u>\$215.40</u>



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0010

MAY 21, 2009
Invoice No: 631599

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS
04/03/09	CMM	Telephone call with J. Halsey regarding sale of buyer's home warranty (.2).	0.20
TOTAL FOR SERVICES			\$96.00

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
C. M. MARRIOTT	\$480.00	0.20	\$96.00
TOTAL DISBURSEMENTS			\$0.00
TOTAL THIS STATEMENT			\$96.00



WILLIAMS MULLEN

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LandAmerica Financial Group, Inc.
c/o Michelle H. Gluck, Esquire
Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

JUNE 9, 2009

003697.0010

R. E. SPICER JR.

INVOICE NO. 632883

Regarding: GENERAL CORPORATE

BILLING SUMMARY THROUGH May 31, 2009

Fees For Professional Services	\$626.00
Expenses and Advances	<u>\$0.00</u>
CURRENT BILLING	\$626.00
Previous Balance Due	\$96.00
TOTAL BALANCE DUE	<u>\$722.00</u>

To ensure proper credit, please return remittance page or refer to invoice number when payment is made.

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WILLIAMS MULLEN
P. O. BOX 91719
RICHMOND, VA 23291-1719

SUNTRUST BANK
ABA #: 061000104
ACCOUNT #: 201145499

Williams Mullen Clark & Dobbins, P.C. TIN 54-1246519



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Glen Allen, VA 23060

JUNE 9, 2009
003697.0010
R. E. SPICER JR.
INVOICE NO. 632883

Regarding: GENERAL CORPORATE

BILLING SUMMARY THROUGH May 31, 2009

Fees For Professional Services	\$626.00
Expenses and Advances	<u>\$0.00</u>
CURRENT BILLING	\$626.00
 Previous Balance Due	 \$96.00
 TOTAL BALANCE DUE	 <u>\$722.00</u>



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0010

JUNE 9, 2009
Invoice No: 632883

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS
05/28/09	JCG	Analysis of Virginia sales and use tax to aircraft sale.	0.40
05/28/09	JLB	Analysis of sales tax exemption for aircraft sale by Beechfly, LLC; status call with A. King; prepare e-mail memo to A. King and A. Kempe regarding same.	1.30
TOTAL FOR SERVICES			\$626.00

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
J. C. GARCIA	\$395.00	0.40	\$158.00
J. L. BRISTOW	\$360.00	1.30	\$468.00
TOTAL DISBURSEMENTS			\$0.00
TOTAL THIS STATEMENT			\$626.00

EXHIBIT C- SECURITIES



WILLIAMS MULLEN

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LandAmerica Financial Group, Inc.
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Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

APRIL 14, 2009
003697.0038
R. E. SPICER JR.
INVOICE NO. 625838

Regarding: SECURITIES

BILLING SUMMARY THROUGH March 31, 2009

Fees For Professional Services	\$2,064.00
Expenses and Advances	\$45.50
CURRENT BILLING	\$2,109.50
Previous Balance Due	\$13,689.37
TOTAL BALANCE DUE	\$15,798.87

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ABA #: 061000104
ACCOUNT #: 201145499

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Glen Allen, VA 23060

APRIL 14, 2009
003697.0038
R. E. SPICER JR.
INVOICE NO. 625838

Regarding: SECURITIES

BILLING SUMMARY THROUGH March 31, 2009

Fees For Professional Services	\$2,064.00
Expenses and Advances	<u>\$45.50</u>
CURRENT BILLING	\$2,109.50
 Previous Balance Due	 \$13,689.37
 TOTAL BALANCE DUE	 <u>\$15,798.87</u>



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0038

APRIL 14, 2009
Invoice No: 625838

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS
03/03/09	RES	Review and transcribe message from SEC staff on no-action letter request (.3); analyze next steps and alternatives including advisability of withdrawal of letter (1.2); e-mail to client regarding SEC response to no-action letter (.3); review pink sheet volume and search for market maker information (.4); telephone call to SEC staff re: no action letter (.2).	2.40
03/04/09	RES	Conference call with M. Gluck and A. King re: SEC position on no-action letter (.3); telephone call from M. Vilardo at SEC re: no-action letter withdrawal (.4); telephone conference with A. King to relay information from M. Vilardo (.2); draft letter to SEC withdrawing no-action letter request and e-mail same to the SEC (1.0).	1.90
TOTAL FOR SERVICES			\$2,064.00

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
R. E. SPICER JR.	\$480.00	4.30	\$2,064.00



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LANDAMERICA FINANCIAL GROUP INC

Client: 003697

Matter: 0038

APRIL 14, 2009

Invoice No: 625838

DISBURSEMENTS

DESCRIPTION

AMOUNT

Courier Service -- VENDOR: FEDERAL EXPRESS

\$45.50

TOTAL DISBURSEMENTS

\$45.50

TOTAL THIS STATEMENT

\$2,109.50



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LandAmerica Financial Group, Inc.
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5600 Cox Rd.
Glen Allen, VA 23060

MAY 21, 2009
003697.0038
R. E. SPICER JR.
INVOICE NO. 631600

Regarding: SECURITIES

BILLING SUMMARY THROUGH April 30, 2009

Fees For Professional Services	\$96.00
Expenses and Advances	\$0.00
CURRENT BILLING	<u>\$96.00</u>
Previous Balance Due	\$6,977.77
TOTAL BALANCE DUE	<u>\$7,073.77</u>

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P. O. BOX 91719
RICHMOND, VA 23291-1719

SUNTRUST BANK
ABA #: 061000104
ACCOUNT #: 201145499

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5600 Cox Rd.
Glen Allen, VA 23060

MAY 21, 2009
003697.0038
R. E. SPICER JR.
INVOICE NO. 631600

Regarding: SECURITIES

BILLING SUMMARY THROUGH April 30, 2009

Fees For Professional Services	\$96.00
Expenses and Advances	<u>\$0.00</u>
CURRENT BILLING	\$96.00
 Previous Balance Due	 \$6,977.77
 TOTAL BALANCE DUE	 <u>\$7,073.77</u>



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0038

MAY 21, 2009
Invoice No: 631600

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS
04/30/09	RES	Review and respond to e-mail from A. King re: Rule 12b-25 filing (.2).	0.20
TOTAL FOR SERVICES			\$96.00

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
R. E. SPICER JR.	\$480.00	0.20	\$96.00
TOTAL DISBURSEMENTS			\$0.00
TOTAL THIS STATEMENT			\$96.00



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Glen Allen, VA 23060

JUNE 9, 2009

003697.0038

R. E. SPICER JR.

INVOICE NO. 632884

Regarding: SECURITIES

BILLING SUMMARY THROUGH May 31, 2009

Fees For Professional Services	\$1,104.00
Expenses and Advances	\$0.00
CURRENT BILLING	\$1,104.00
Previous Balance Due	\$405.60
TOTAL BALANCE DUE	<u>\$1,509.60</u>

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SUNTRUST BANK
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ACCOUNT #: 201145499

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Glen Allen, VA 23060

JUNE 9, 2009
003697.0038
R. E. SPICER JR.
INVOICE NO. 632884

Regarding: SECURITIES

BILLING SUMMARY THROUGH May 31, 2009

Fees For Professional Services	\$1,104.00
Expenses and Advances	<u>\$0.00</u>
CURRENT BILLING	\$1,104.00
 Previous Balance Due	 \$405.60
 TOTAL BALANCE DUE	 <u>\$1,509.60</u>



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0038

JUNE 9, 2009
Invoice No: 632884

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS
05/01/09	RES	Review Form 12b-25 for Form 10-Q and analyze revisions (.8); review SEC rules relating to Form 10-Q, Form 12b-25 and status as accelerated filer under Rule 12b-2 (.7); telephone call to A. King (.1).	1.60
05/05/09	RES	Telephone conference with A. King re: Form 12b-25 (.2).	0.20
05/26/09	RES	Review press release on sales of assets (.2); telephone call to A. King re: Form 8-K issues (.1).	0.30
05/29/09	RES	Telephone conference with M. Gluck re: sale of fractional share interests in employee benefit plans.	0.20
TOTAL FOR SERVICES			\$1,104.00

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
R. E. SPICER JR.	\$480.00	2.30	\$1,104.00
TOTAL DISBURSEMENTS			\$0.00



WILLIAMS MULLEN

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LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0038

JUNE 9, 2009
Invoice No: 632884

TOTAL THIS STATEMENT **\$1,104.00**

EXHIBIT C- EXECUTIVE BENEFITS



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LandAmerica Financial Group, Inc.
c/o Michelle H. Gluck, Esquire
Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

APRIL 14, 2009

003697.0039

R. E. SPICER JR.

INVOICE NO. 625839

Regarding: **EXECUTIVE BENEFITS**

BILLING SUMMARY THROUGH March 31, 2009

Fees For Professional Services	\$8,400.00
Expenses and Advances	\$0.00
CURRENT BILLING	\$8,400.00
Previous Balance Due	\$1,200.00
TOTAL BALANCE DUE	\$9,600.00

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ABA #: 061000104
ACCOUNT #: 201145499

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LandAmerica Financial Group, Inc.
c/o Michelle H. Gluck, Esquire
Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

APRIL 14, 2009
003697.0039
R. E. SPICER JR.
INVOICE NO. 625839

Regarding: EXECUTIVE BENEFITS

BILLING SUMMARY THROUGH March 31, 2009

Fees For Professional Services	\$8,400.00
Expenses and Advances	<u>\$0.00</u>
CURRENT BILLING	\$8,400.00
 Previous Balance Due	 \$1,200.00
 TOTAL BALANCE DUE	 <u>\$9,600.00</u>



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0039

APRIL 14, 2009
Invoice No: 625839

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS
03/18/09	CLR	Review information received from company regarding change of control payment calculations (.2); call to M. Gluck requesting additional information (.2).	0.40
03/24/09	CLR	Review change of control agreements to determine the items to be included in the severance payments and the factors to be used in the calculation of the amounts (3.0); prepare severance payment calculation for employees (2.5).	5.50
03/24/09	CMM	Conference with C. Rascoe regarding change of control calculations (.3).	0.30
03/25/09	CLR	Prepare calculations of change of control payment and excise tax gross-ups for executives (4.1).	4.10
03/26/09	CLR	Prepare list of questions and open items relating to change of control payments to discuss with M. Gluck (.3); call with M. Gluck and S. Jones (.6).	0.90
03/30/09	CLR	Review form of split-dollar insurance agreement for existence of Change of Control Provisions (.3); revise calculations to include revised information received from the company (2.4); prepare memorandum of assumptions and methods used in the calculations (2.5).	5.20
03/31/09	CLR	Complete memorandum to M. Gluck regarding assumptions and methods used in change of control payment calculations (1.1).	1.10



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LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0039

APRIL 14, 2009
Invoice No: 625839

TOTAL FOR SERVICES \$8,400.00

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
C. L. RASCOE	\$480.00	17.20	\$8,256.00
C. M. MARRIOTT	\$480.00	0.30	\$144.00

TOTAL DISBURSEMENTS \$0.00

TOTAL THIS STATEMENT \$8,400.00

EXHIBIT C- CASH BALANCE PLAN



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LandAmerica Financial Group, Inc.
c/o Michelle H. Gluck, Esquire
Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

APRIL 14, 2009
003697.0115
R. E. SPICER JR.
INVOICE NO. 625840

Regarding: CASH BALANCE PLAN

BILLING SUMMARY THROUGH March 31, 2009

Fees For Professional Services	\$13,172.00
Expenses and Advances	<u>\$17.70</u>
CURRENT BILLING	\$13,189.70
Previous Balance Due	\$10,115.00
TOTAL BALANCE DUE	<u>\$23,304.70</u>

To ensure proper credit, please return remittance page or refer to invoice number when payment is made.
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5600 Cox Rd.
Glen Allen, VA 23060

APRIL 14, 2009
003697.0115
R. E. SPICER JR.
INVOICE NO. 625840

Regarding: CASH BALANCE PLAN

BILLING SUMMARY THROUGH March 31, 2009

Fees For Professional Services	\$13,172.00
Expenses and Advances	<u>\$17.70</u>
CURRENT BILLING	\$13,189.70
Previous Balance Due	\$10,115.00
TOTAL BALANCE DUE	<u>\$23,304.70</u>



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0115

APRIL 14, 2009
Invoice No: 625840

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS
02/26/09	EPH	Research sample plan language for the definition of a highly compensated employee from the IRS list of required modifications for 2007 to use in the IRS requested amendment to the plan (1.0).	1.00
02/27/09	EPH	Draft amendments to the plan to answer the IRS letter regarding amendments needed for a determination letter (2.2).	2.20
03/02/09	BMD	Correspondence with J. Schumaker (.2); analysis of responses to IRS information requests (1.0); revise 415 amendments (3.0).	4.20
03/03/09	BMD	Review and analysis of Mercer's COLA adjustment factor explanation (1.5); prepare response to IRS (1.7).	3.20
03/04/09	BMD	Prepare plan amendments requested by IRS (3.5).	3.50
03/04/09	EPH	Prepare filing to IRS to answer questions regarding plan for a determination letter (1.0).	1.00
03/04/09	EPH	Check plan's definition of compensation to see if it meets the requirements under 415 regulations (1.6).	1.60
03/05/09	EPH	Prepare IRS filing by drafting and reviewing the IRS correction amendment (2.8).	2.80
03/06/09	BMD	Prepare letter and amendments in response to IRS requests (3.2).	3.20
03/06/09	EPH	Review file for amendments to send to the IRS along with	1.20



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LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0115

APRIL 14, 2009
Invoice No: 625840

DATE	ATTY	DESCRIPTION	HOURS
		the application for determination letter and determine which amendments to send (1.2).	
03/06/09	EPH	Prepare IRS filing and send filing to the IRS (2.2).	2.20
03/06/09	EPH	Draft cover letter to the IRS for the filing (1.6).	1.60
03/06/09	EPH	Draft and review 415 amendment to send to the IRS for a determination letter (1.1).	1.10
03/10/09	BMD	Analysis of Butterworth benefit issue (1.5).	1.50
03/16/09	BMD	Review of IRS's latest response regarding determination letter request and prepare reply (1.5).	1.50
03/19/09	BMD	Provide COBRA compliance advice (.2).	0.20
03/20/09	BMD	Conference with M. Maslak and D. Geizler regarding QDRO and plan termination issues (.5); analysis of impartial termination issues (2.5); review of Dewing QDRO (.5).	3.50
03/20/09	EPH	Review the partial plan termination questions from client and answer questions (.3).	0.30
03/23/09	BMD	Analysis of need to terminate Hexter-Fair plan (.8).	0.80
03/24/09	BMD	Prepare amendments and response to IRS information request (2.0).	2.00
03/24/09	EPH	Prepare a proposed amendment to the send to the IRS in response to their request for more information on the plan's determination letter application (2.0).	2.00
03/24/09	EPH	Compose letter to send to the IRS for the questions on the cash balance plan's determination letter application (1.0).	1.00
03/24/09	EPH	Prepare filing package to send to the IRS regarding the determination letter filing and send to IRS (.5).	0.50



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LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0115

APRIL 14, 2009
Invoice No: 625840

DATE	ATTY	DESCRIPTION	HOURS
03/31/09	BMD	Prepare letters regarding Dewing QDRO (.5).	0.50

TOTAL FOR SERVICES \$13,172.00

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
B. M. DEWITT	\$370.00	24.10	\$8,917.00
ELINOR P. HINDSLEY	\$230.00	18.50	\$4,255.00

DISBURSEMENTS

Photocopies	\$17.70
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TOTAL DISBURSEMENTS \$17.70

TOTAL THIS STATEMENT \$13,189.70



WILLIAMS MULLEN

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LandAmerica Financial Group, Inc.
c/o Michelle H. Gluck, Esquire
Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

MAY 21, 2009

003697.0115

R. E. SPICER JR.

INVOICE NO. 6316015

Regarding: CASH BALANCE PLAN

BILLING SUMMARY THROUGH April 30, 2009

Fees For Professional Services	\$4,255.00
Expenses and Advances	\$0.00
CURRENT BILLING	<u>\$4,255.00</u>
Previous Balance Due	\$3,493.05
TOTAL BALANCE DUE	<u>\$7,748.05</u>

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SUNTRUST BANK
ABA #: 061000104
ACCOUNT #: 201145499

Williams Mullen Clark & Dobbins, P.C. TIN 54-1246519



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Glen Allen, VA 23060

MAY 21, 2009
003697.0115
R. E. SPICER JR.
INVOICE NO. 631601

Regarding: CASH BALANCE PLAN

BILLING SUMMARY THROUGH April 30, 2009

Fees For Professional Services	\$4,255.00
Expenses and Advances	<u>\$0.00</u>
CURRENT BILLING	\$4,255.00
Previous Balance Due	\$3,493.05
TOTAL BALANCE DUE	<u>\$7,748.05</u>



WILLIAMS MULLEN

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LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0115

MAY 21, 2009
Invoice No: 631601

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS
04/02/09	BMD	Conference with IRS regarding determination letter (.2).	0.20
04/16/09	BMD	Prepare model QDRO (.8).	0.80
04/20/09	BMD	Prepare for call with S. Jones (.8).	0.80
04/21/09	BMD	Conference with S. Jones and M. Maslak (.4); prepare PPA amendments (1.8).	2.20
04/22/09	BMD	Analysis of paying Mercer plan administration fees from plan assets (2.5).	2.50
04/24/09	BMD	Analysis of election window issue and conference with M. Maslak (1.2).	1.20
04/28/09	BMD	Analysis of M. Maslak's distribution form question (.5).	0.50
04/29/09	BMD	Review of Scott QDRO (1.5).	1.50
04/30/09	BMD	Analysis of benefit form issue (1.8).	1.80
TOTAL FOR SERVICES			\$4,255.00



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0115

MAY 21, 2009
Invoice No: 631601

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
B. M. DEWITT	\$370.00	11.50	\$4,255.00
TOTAL DISBURSEMENTS			\$0.00
TOTAL THIS STATEMENT			\$4,255.00



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LandAmerica Financial Group, Inc.
c/o Michelle H. Gluck, Esquire
Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

JUNE 9, 2009

003697.0115

R. E. SPICER JR.

INVOICE NO. 632885

Regarding: CASH BALANCE PLAN

BILLING SUMMARY THROUGH May 31, 2009

Fees For Professional Services	\$6,401.00
Expenses and Advances	\$0.00
CURRENT BILLING	<u>\$6,401.00</u>
Previous Balance Due	\$6,230.80
TOTAL BALANCE DUE	<u>\$12,631.80</u>

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WILLIAMS MULLEN
P. O. BOX 91719
RICHMOND, VA 23291-1719

SUNTRUST BANK
ABA #: 061000104
ACCOUNT #: 201145499

Williams Mullen Clark & Dobbins, P.C. TJN 54-1246519



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LandAmerica Financial Group, Inc.
c/o Michelle H. Gluck, Esquire
Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

JUNE 9, 2009
003697.0115
R. E. SPICER JR.
INVOICE NO. 632885

Regarding: CASH BALANCE PLAN

BILLING SUMMARY THROUGH May 31, 2009

Fees For Professional Services	\$6,401.00
Expenses and Advances	<u>\$0.00</u>
CURRENT BILLING	\$6,401.00
Previous Balance Due	\$6,230.80
TOTAL BALANCE DUE	<u>\$12,631.80</u>



WILLIAMS MULLEN

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NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0115

JUNE 9, 2009
Invoice No: 632885

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS
05/05/09	BMD	Analysis of M. Maslak's questions regarding distribution forms and COLA decrease (4.5).	4.50
05/15/09	BMD	Analysis of M. Maslak's plan termination questions (3.5); QDRO review (1.0).	4.50
05/19/09	BMD	Research and analysis regarding Texas common law marriage issues at request of D. Geiszler (5.5).	5.50
05/28/09	BMD	Research and analysis regarding Texas informal marriage divorce requirements (2.8).	2.80
TOTAL FOR SERVICES			\$6,401.00

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
B. M. DEWITT	\$370.00	17.30	\$6,401.00
TOTAL DISBURSEMENTS			\$0.00



WILLIAMS MULLEN

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NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC

Client: 003697

Matter: 0115

JUNE 9, 2009

Invoice No: 632885

TOTAL THIS STATEMENT

\$6,401.00

EXHIBIT C- EMPLOYEE SAVINGS AND STOCK OWNERSHIP PLAN



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LandAmerica Financial Group, Inc.
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Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

APRIL 14, 2009
003697.0116
R. E. SPICER JR.
INVOICE NO. 625841

Regarding: EMPLOYEE SAVINGS AND STOCK OWNERSHIP PLAN

BILLING SUMMARY THROUGH March 31, 2009

Fees For Professional Services	\$4,003.00
Expenses and Advances	<u>\$0.00</u>
CURRENT BILLING	\$4,003.00
Previous Balance Due	\$3,736.00
TOTAL BALANCE DUE	<u>\$7,739.00</u>

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5600 Cox Rd.
Glen Allen, VA 23060

APRIL 14, 2009
003697.0116
R. E. SPICER JR.
INVOICE NO. 625841

Regarding: EMPLOYEE SAVINGS AND STOCK OWNERSHIP PLAN

BILLING SUMMARY THROUGH March 31, 2009

Fees For Professional Services	\$4,003.00
Expenses and Advances	<u>\$0.00</u>
CURRENT BILLING	\$4,003.00
 Previous Balance Due	 \$3,736.00
 TOTAL BALANCE DUE	 <u>\$7,739.00</u>



WILLIAMS MULLEN

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NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0116

APRIL 14, 2009
Invoice No: 625841

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS
02/04/09	CMM	Telephone calls (2) with J. Halsey regarding loans for Southland employees (.4).	0.40
03/20/09	BMD	Conference with M. Maslak and B. Randolph (.8); review of Dewing and Kelly QDROs (1.0); analysis of partial termination issues (1.5); analysis of stock fund distribution restrictions (.5).	3.80
03/23/09	BMD	Analysis of amendment to allow partial distributions and nondiscrimination issues (1.5).	1.50
03/24/09	BMD	Analysis of amendments for partial distribution (2.0).	2.00
03/30/09	BMD	Analysis of proposed amendment (.5).	0.50
03/31/09	BMD	Prepare letters regarding Dewing and Kelly QDROs (1.0); analysis of M. Maslak's amendment question (1.5).	2.50
TOTAL FOR SERVICES			\$4,003.00



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LANDAMERICA FINANCIAL GROUP INC

Client: 003697

Matter: 0116

APRIL 14, 2009

Invoice No: 625841

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
C. M. MARRIOTT	\$480.00	0.40	\$192.00
B. M. DEWITT	\$370.00	10.30	\$3,811.00
TOTAL DISBURSEMENTS			\$0.00
TOTAL THIS STATEMENT			\$4,003.00



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Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

MAY 21, 2009
003697.0116
R. E. SPICER JR.
INVOICE NO. 631602

Regarding: EMPLOYEE SAVINGS AND STOCK OWNERSHIP PLAN

BILLING SUMMARY THROUGH April 30, 2009

Fees For Professional Services	\$7,549.00
Expenses and Advances	<u>\$0.00</u>
CURRENT BILLING	\$7,549.00
Previous Balance Due	\$1,160.85
TOTAL BALANCE DUE	<u>\$8,709.85</u>

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ABA #: 061000104
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5600 Cox Rd.
Glen Allen, VA 23060

MAY 21, 2009
003697.0116
R. E. SPICER JR.
INVOICE NO. 631602

Regarding: EMPLOYEE SAVINGS AND STOCK OWNERSHIP PLAN

BILLING SUMMARY THROUGH April 30, 2009

Fees For Professional Services	\$7,549.00
Expenses and Advances	<u>\$0.00</u>
CURRENT BILLING	\$7,549.00
Previous Balance Due	\$1,160.85
TOTAL BALANCE DUE	<u>\$8,709.85</u>



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LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0116

MAY 21, 2009
Invoice No: 631602

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS
04/02/09	BMD	Prepare PPA amendments (3.2).	3.20
04/02/09	CGP	Draft amendment to comply with Pension Protection Act (2.4).	2.40
04/03/09	BMD	Prepare PPA and 415 amendments (2.0).	2.00
04/06/09	BMD	Analysis of partial distribution issue (2.0).	2.00
04/10/09	BMD	Prepare model QDRO (2.0).	2.00
04/13/09	BMD	Prepare model QDRO at request for M. Maslak (1.2).	1.20
04/15/09	BMD	Analysis of partial distributions to insiders issue (1.5); analysis of plan termination issues (1.5); prepare model QDRO (.5).	3.50
04/17/09	BMD	Analysis of COLA issue at request of M. Maslak (2.2).	2.20
04/21/09	BMD	Conference with S. Jones (.5); analysis of distribution issue (1.7); prepare plan amendments (1.0).	3.20
TOTAL FOR SERVICES			\$7,549.00



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LANDAMERICA FINANCIAL GROUP INC

Client: 003697

Matter: 0116

MAY 21, 2009

Invoice No: 631602

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
B. M. DEWITT	\$370.00	19.30	\$7,141.00
C. G. POLLOCK	\$170.00	2.40	\$408.00

TOTAL DISBURSEMENTS \$0.00

TOTAL THIS STATEMENT \$7,549.00



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5600 Cox Rd.
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JUNE 9, 2009

003697.0116

R. E. SPICER JR.

INVOICE NO. 632886

Regarding: EMPLOYEE SAVINGS AND STOCK OWNERSHIP PLAN

BILLING SUMMARY THROUGH May 31, 2009

Fees For Professional Services	\$7,039.00
Expenses and Advances	\$0.00
CURRENT BILLING	\$7,039.00
Previous Balance Due	\$8,149.45
TOTAL BALANCE DUE	\$15,188.45

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Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

JUNE 9, 2009
003697.0116
R. E. SPICER JR.
INVOICE NO. 632886

Regarding: EMPLOYEE SAVINGS AND STOCK OWNERSHIP PLAN

BILLING SUMMARY THROUGH May 31, 2009

Fees For Professional Services	\$7,039.00
Expenses and Advances	<u>\$0.00</u>
CURRENT BILLING	\$7,039.00
 Previous Balance Due	 \$8,149.45
 TOTAL BALANCE DUE	 <u>\$15,188.45</u>



WILLIAMS MULLEN

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NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0116

JUNE 9, 2009
Invoice No: 632886

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS
05/05/09	BMD	Analysis of M. Maslak's questions regarding PPA amendments, partial distributions to insiders and plan termination (4.3).	4.30
05/08/09	EPH	Search for signed amendments to 401(k) plan for client (.1); send e-mail to client regarding amendments (.1).	0.20
05/11/09	BMD	Carter QDRO review (.6); Dewing QDRO review (.8).	1.40
05/13/09	BMD	Analysis of plan spin off questions for M. Maslak (3.2).	3.20
05/18/09	BMD	Analysis of plan termination issues at request of M. Maslak (2.0).	2.00
05/19/09	BMD	Research regarding missing participant account rollover issues (2.0).	2.00
05/20/09	BMD	Analysis of IRA rollover issue and prepare written analysis for M. Maslak (2.5).	2.50
05/21/09	BMD	Analysis of M. Maslak's follow-up questions regarding IRA rollover issue (2.2).	2.20
05/27/09	BMD	Review of Escobedo QDRO and California joinder documents (.5).	0.50
05/29/09	BMD	Review of Carter QDRO (.8).	0.80
TOTAL FOR SERVICES			\$7,039.00



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LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0116

JUNE 9, 2009
Invoice No: 632886

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
B. M. DEWITT	\$370.00	18.90	\$6,993.00
ELINOR P. HINDSLEY	\$230.00	0.20	\$46.00
TOTAL DISBURSEMENTS			\$0.00
TOTAL THIS STATEMENT			\$7,039.00

EXHIBIT C- GENERAL EMPLOYEE BENEFITS



WILLIAMS MULLEN

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Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

APRIL 14, 2009
003697.0241
R. E. SPICER JR.
INVOICE NO. 625842

Regarding: GENERAL EMPLOYEE BENEFITS

BILLING SUMMARY THROUGH March 31, 2009

Fees For Professional Services	\$96.00
Expenses and Advances	\$0.00
CURRENT BILLING	\$96.00
Previous Balance Due	\$7,497.37
TOTAL BALANCE DUE	\$7,593.37

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ACCOUNT #: 201145499

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Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

APRIL 14, 2009
003697.0241
R. E. SPICER JR.
INVOICE NO. 625842

Regarding: GENERAL EMPLOYEE BENEFITS

BILLING SUMMARY THROUGH March 31, 2009

Fees For Professional Services	\$96.00
Expenses and Advances	<u>\$0.00</u>
CURRENT BILLING	\$96.00
 Previous Balance Due	 \$7,497.37
 TOTAL BALANCE DUE	 <u>\$7,593.37</u>



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0241

APRIL 14, 2009
Invoice No: 625842

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS
03/06/09	CMM	Telephone call with J. Halsey regarding Hexter-Fair plan (.2).	0.20
TOTAL FOR SERVICES			\$96.00

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
C. M. MARRIOTT	\$480.00	0.20	\$96.00
TOTAL DISBURSEMENTS			\$0.00
TOTAL THIS STATEMENT			\$96.00



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c/o Michelle H. Gluck, Esquire
Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

MAY 21, 2009
003697.0241
R. E. SPICER JR.
INVOICE NO. 631603

Regarding: GENERAL EMPLOYEE BENEFITS

BILLING SUMMARY THROUGH April 30, 2009

Fees For Professional Services	\$185.00
Expenses and Advances	<u>\$0.00</u>
CURRENT BILLING	\$185.00
Previous Balance Due	\$7,511.77
TOTAL BALANCE DUE	<u>\$7,696.77</u>

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ACCOUNT #: 201145499

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Glen Allen, VA 23060

MAY 21, 2009
003697.0241
R. E. SPICER JR.
INVOICE NO. 631603

Regarding: GENERAL EMPLOYEE BENEFITS

BILLING SUMMARY THROUGH April 30, 2009

Fees For Professional Services	\$185.00
Expenses and Advances	<u>\$0.00</u>
CURRENT BILLING	\$185.00
 Previous Balance Due	 \$7,511.77
 TOTAL BALANCE DUE	 <u>\$7,696.77</u>



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0241

MAY 21, 2009
Invoice No: 631603

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS
04/03/09	BMD	Prepare SCHIP amendment (.5).	0.50
TOTAL FOR SERVICES			\$185.00

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
B. M. DEWITT	\$370.00	0.50	\$185.00
TOTAL DISBURSEMENTS			\$0.00
TOTAL THIS STATEMENT			\$185.00



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5600 Cox Rd.
Glen Allen, VA 23060

JUNE 9, 2009

003697.0241

R. E. SPICER JR.

INVOICE NO. 632887

Regarding: GENERAL EMPLOYEE BENEFITS

BILLING SUMMARY THROUGH May 31, 2009

Fees For Professional Services	\$74.00
Expenses and Advances	\$0.00
CURRENT BILLING	\$74.00
Previous Balance Due	\$199.40
TOTAL BALANCE DUE	<u>\$273.40</u>

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P. O. BOX 91719
RICHMOND, VA 23291-1719

SUNTRUST BANK
ABA #: 061000104
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c/o Michelle H. Gluck, Esquire
Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

JUNE 9, 2009
003697.0241
R. E. SPICER JR.
INVOICE NO. 632887

Regarding: GENERAL EMPLOYEE BENEFITS

BILLING SUMMARY THROUGH May 31, 2009

Fees For Professional Services	\$74.00
Expenses and Advances	<u>\$0.00</u>
CURRENT BILLING	\$74.00
 Previous Balance Due	 \$199.40
 TOTAL BALANCE DUE	 <u>\$273.40</u>



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0241

JUNE 9, 2009
Invoice No: 632887

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS
05/28/09	BMD	Conference with J. Halsey (.2).	0.20
TOTAL FOR SERVICES			\$74.00

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
B. M. DEWITT	\$370.00	0.20	\$74.00
TOTAL DISBURSEMENTS			\$0.00
TOTAL THIS STATEMENT			\$74.00

EXHIBIT C- BANKRUPTCY



WILLIAMS MULLEN

A Professional Corporation

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LandAmerica Financial Group, Inc.
c/o Michelle H. Gluck, Esquire
Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

APRIL 14, 2009
003697.0356
R. E. SPICER JR.
INVOICE NO. 625843

Regarding: **BANKRUPTCY**

BILLING SUMMARY THROUGH March 31, 2009

Fees For Professional Services	\$7,677.00
Expenses and Advances	\$102.00
CURRENT BILLING	\$7,779.00
Previous Balance Due	\$3,142.90
TOTAL BALANCE DUE	<u>\$10,921.90</u>

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ABA #: 061000104
ACCOUNT #: 201145499

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Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

APRIL 14, 2009
003697.0356
R. E. SPICER JR.
INVOICE NO. 625843

Regarding: BANKRUPTCY

BILLING SUMMARY THROUGH March 31, 2009

Fees For Professional Services	\$7,677.00
Expenses and Advances	<u>\$102.00</u>
CURRENT BILLING	\$7,779.00
 Previous Balance Due	 \$3,142.90
 TOTAL BALANCE DUE	 <u>\$10,921.90</u>



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0356

APRIL 14, 2009
Invoice No: 625843

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS	AMOUNT
03/04/09	RES	Prepare Monthly Fee Request (.7); prepare summary of statements (.4); review invoices (.3); review Excel invoices for U.S. Trustee (.2).	1.60	\$768.00
03/05/09	WHS	Brief review and analysis of filings (.3).	0.30	\$144.00
03/05/09	RES	Complete preparation of Monthly Fee Request for January 2009, including summary of statements, letter, invoices and Excel version of invoices (.8); telephone conference with J. Turner at U.S. Trustee's office re: Excel bills (.1); prepare e-mail distribution of fee request (.4).	1.30	\$624.00
03/19/09	RES	Begin work on first interim fee application (1.2).	1.20	\$576.00
03/20/09	RES	Review compensation order (.4); review requirements for interim fee applications (1.0); analyze notice requirements under bankruptcy rules (.2); conference with T. Schwarzschild re: interim compensation order (.2); begin preparation of interim compensation application (.7).	2.50	\$1,200.00
03/23/09	WHS	Consult with R. Spicer regarding procedural issues and related follow up (.3).	0.30	\$144.00



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NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0356

APRIL 14, 2009
Invoice No: 625843

DATE	ATTY	DESCRIPTION	HOURS	AMOUNT
03/23/09	RES	Initial preparation of first interim fee application (.8); telephone calls to McGuire Woods re: fee applications under compensation order (.2).	1.00	\$480.00
03/23/09	RJN	Review interim compensation order (.5); review Williams Mullen's bills for December, January and February (.5); calculate total amount owed to Williams Mullen by LandAmerica pursuant to the interim compensation order for those months (1.5); prepare summaries and charts of compensation and expense reimbursement for first interim application (2.0); draft first interim application of Williams Mullen For allowance of compensation and expense reimbursement as special corporate counsel to debtor (2.5).	7.00	\$1,610.00
03/24/09	WHS	Review procedural orders and advice regarding filing (.4).	0.40	\$192.00
03/24/09	RJN	Draft notice for first interim application (1.0); revise first interim application (2.0); review calculation of fees and expenses (0.5); draft order for first interim application (0.5).	4.00	\$920.00
03/26/09	WHS	Brief review and analysis of procedures for filing and notice and advice on same (.3).	0.30	\$144.00
03/27/09	WHS	Review and comment on application (.6).	0.60	\$288.00
03/27/09	RES	Review initial draft of first interim fee application (.6).	0.60	\$288.00
03/27/09	RJN	Revise notice of interim application and first	1.00	\$230.00



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LANDAMERICA FINANCIAL GROUP INC

Client: 003697

Matter: 0356

APRIL 14, 2009

Invoice No: 625843

DATE	ATTY	DESCRIPTION	HOURS	AMOUNT
		interim application (.8); revise attached order (.2).		
03/30/09	RJN	Discuss timing for filing the first interim application with R. Spicer and T. Schwarzschild (.1); contact counsel at McGuireWoods to arrange for filing and service (.2).	0.30	\$69.00
TOTAL FOR SERVICES				\$7,677.00

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
W. SCHWARZSCHILD III	\$480.00	1.90	\$912.00
R. E. SPICER JR.	\$480.00	8.20	\$3,936.00
ROBERT J. NOBLE	\$230.00	12.30	\$2,829.00

DISBURSEMENTS

Photocopies	\$102.00
TOTAL DISBURSEMENTS	\$102.00



WILLIAMS MULLEN

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LANDAMERICA FINANCIAL GROUP INC

Client: 003697

Matter: 0356

APRIL 14, 2009

Invoice No: 625843

TOTAL THIS STATEMENT

\$7,779.00



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LandAmerica Financial Group, Inc.
c/o Michelle H. Gluck, Esquire
Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

MAY 21, 2009

003697.0356

R. E. SPICER JR.

INVOICE NO. 631604

Regarding: **BANKRUPTCY**

BILLING SUMMARY THROUGH April 30, 2009

Fees For Professional Services	\$7,510.00
Expenses and Advances	\$39.15
CURRENT BILLING	\$7,549.15
Previous Balance Due	\$3,932.54
TOTAL BALANCE DUE	<u>\$11,481.69</u>

To ensure proper credit, please return remittance page or refer to invoice number when payment is made.

Invoices are payable upon receipt. Please make checks payable to: **Williams Mullen.**

*If you have questions regarding this invoice, please contact
Client Account Services at 888.783.8181 x 1502.*

PLEASE REMIT TO OUR DEPOSIT ACCOUNT OR PAYMENT MAY BE MADE BY WIRE

WILLIAMS MULLEN
P. O. BOX 91719
RICHMOND, VA 23291-1719

SUNTRUST BANK
ABA #: 061000104
ACCOUNT #: 201145499

Williams Mullen Clark & Dobbins, P.C. TIN 54-1246519



WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LandAmerica Financial Group, Inc.
c/o Michelle H. Gluck, Esquire
Executive Vice President and Chief Legal Officer
5600 Cox Rd.
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MAY 21, 2009
003697.0356
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WILLIAMS MULLEN

A Professional Corporation

NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0356

MAY 21, 2009
Invoice No: 631604

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS	AMOUNT
04/07/09	RES	Prepare and draft First Interim Fee Application (2.8).	2.80	\$1,344.00
04/07/09	RJN	Revise Notice of First Interim Application, First Interim Fee Application, and attach Order to reflect LandAmerica's latest payment to Williams Mullen and R. Spicer's changes (1.7); prepare for filing with Bankruptcy Court (.2).	1.90	\$437.00
04/08/09	RJN	Preparation for filing the Interim Fee Application with Bankruptcy Court (.2).	0.20	\$46.00
04/09/09	WHS	Review papers for filing (1.0); follow up with rules review and conclude filing (.5); call to R. Spicer regarding data (.1); review notice (.2); review LBR and notice issues (.3).	2.10	\$1,008.00
04/09/09	RES	Review and finalize First Interim Fee Application (.4).	0.40	\$192.00
04/09/09	RJN	Revise and finalize Interim Fee Application (.8); revise Notice to include May 14th hearing date and the method of objecting (1.2); preparation of filing (.3).	2.30	\$529.00
04/10/09	WHS	Review and revise hearing notice and follow up regarding same (.5); arrange for filing of papers regarding application (.3); ECF filing	1.30	\$624.00



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LANDAMERICA FINANCIAL GROUP INC
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Matter: 0356

MAY 21, 2009
Invoice No: 631604

DATE	ATTY	DESCRIPTION	HOURS	AMOUNT
		(.3); follow up on filing and circulate copies (.2)		
04/10/09	RES	Review revised draft of Notice for filing with bankruptcy court (.3); telephone conference with bankruptcy court clerk's office (.2); discuss preparation of first amended fee application due to payment of third monthly fee request (.5).	1.00	\$480.00
04/13/09	WHS	Review and revise amended application and related follow up (.5); arrange for ECF filing and follow up (.4).	0.90	\$432.00
04/13/09	RES	Follow up on service of first interim fee application and amendment thereto (.2).	0.20	\$96.00
04/13/09	RJN	Draft Amended Interim Fee Application to reflect subsequent payment by LandAmerica after third Monthly Fee Request (2.0); draft Notice of Amended Application and May 14th hearing (.5).	2.50	\$575.00
04/14/09	WHS	Follow up on inquiry from R. Blair regarding applications (.3).	0.30	\$144.00
04/14/09	RJN	Arrange for filing of certificate of service for Application and Notice with R. Blair at McGuireWoods (.5).	0.50	\$115.00
04/15/09	RES	Preparation of Monthly Fee Request for March 2009, including review of invoices, letter, summary of statements and Excel version of invoices for U.S. Trustee (.7).	0.70	\$336.00
04/16/09	RES	Finalize Monthly Fee Application for March	0.50	\$240.00



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LANDAMERICA FINANCIAL GROUP INC

Client: 003697

Matter: 0356

MAY 21, 2009

Invoice No: 631604

DATE	ATTY	DESCRIPTION	HOURS	AMOUNT
		2009 and e-mail to distribution list (.5).		
04/20/09	WHS	Consider engagement terms and follow up (.2).	0.20	\$96.00
04/22/09	RES	Telephone conference with A. King re: various matters (.2); review documents to send to A. King re: Loan Care (.3).	0.50	\$240.00
04/23/09	WHS	Review engagement issues.	0.20	\$96.00
04/23/09	RES	Review declaration, bankruptcy court order and consent letter re: approval to represent PRA in bid on Loan Care (.5); e-mail same to client and bankruptcy counsel (.5).	1.00	\$480.00
TOTAL FOR SERVICES				\$7,510.00

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
W. SCHWARZSCHILD III	\$480.00	5.00	\$2,400.00
R. E. SPICER JR.	\$480.00	7.10	\$3,408.00
ROBERT J. NOBLE	\$230.00	7.40	\$1,702.00



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Client: 003697

Matter: 0356

MAY 21, 2009

Invoice No: 631604

DISBURSEMENTS

Photocopies	\$39.15
TOTAL DISBURSEMENTS	\$39.15
TOTAL THIS STATEMENT	\$7,549.15



WILLIAMS MULLEN

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LandAmerica Financial Group, Inc.
c/o Michelle H. Gluck, Esquire
Executive Vice President and Chief Legal Officer
5600 Cox Rd.
Glen Allen, VA 23060

JUNE 9, 2009
003697.0356
R. E. SPICER JR.
INVOICE NO. 632888

Regarding: BANKRUPTCY

BILLING SUMMARY THROUGH May 31, 2009

Fees For Professional Services	\$4,667.50
Expenses and Advances	\$30.00
CURRENT BILLING	<u>\$4,697.50</u>
Previous Balance Due	\$8,700.70
TOTAL BALANCE DUE	<u>\$13,398.20</u>

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Client Account Services at 888.783.8181 x 1502.*

PLEASE REMIT TO OUR DEPOSIT ACCOUNT OR PAYMENT MAY BE MADE BY WIRE

WILLIAMS MULLEN
P. O. BOX 91719
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SUNTRUST BANK
ABA #: 061000104
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Williams Mullen Clark & Dobbins, P.C. TIN 54-1246519



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003697.0356
R. E. SPICER JR.
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Regarding: BANKRUPTCY

BILLING SUMMARY THROUGH May 31, 2009

Fees For Professional Services	\$4,667.50
Expenses and Advances	<u>\$30.00</u>
CURRENT BILLING	\$4,697.50
 Previous Balance Due	 \$8,700.70
 TOTAL BALANCE DUE	 <u>\$13,398.20</u>



WILLIAMS MULLEN

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NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0356

JUNE 9, 2009
Invoice No: 632888

FOR PROFESSIONAL SERVICES RENDERED

ITEMIZED SERVICES BILL

DATE	ATTY	DESCRIPTION	HOURS	AMOUNT
05/12/09	RES	Telephone call to T. Schwarzschild re: court hearing (.2); review file with respect to hearing (.3).	0.50	\$240.00
05/12/09	RWH	Review closing documentation for Fidelity transaction to confirm scheduled information (.3).	0.30	\$88.50
05/13/09	WHS	Preparation for hearing (.3); related review of application; review agenda and selected pleadings (.2).	0.50	\$240.00
05/13/09	RES	Prepare for bankruptcy court hearing and review First Amended Interim Fee Application (1.0).	1.00	\$480.00
05/13/09	RJN	Preparation for omnibus hearing scheduled for May 14th (.5).	0.50	\$115.00
05/14/09	WHS	Preparation for and attend omnibus hearing (1.6); review docket and pleadings (.4); prepare proposed order for submission via BOPS and circulate same (.3).	2.30	\$1,104.00
05/14/09	RES	Prepare for and attend bankruptcy court hearing on interim fee application (2.5).	2.50	\$1,200.00
05/15/09	WHS	Follow up circulation of order receipt (.2).	0.20	\$96.00
05/21/09	WHS	Brief review of docket and selected pleadings	0.30	\$144.00



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LANDAMERICA FINANCIAL GROUP INC
Client: 003697
Matter: 0356

JUNE 9, 2009
Invoice No: 632888

DATE	ATTY	DESCRIPTION	HOURS	AMOUNT
		(.3).		
05/26/09	WHS	Review pleadings, docket and decisions on various corporate issues (.6).	0.60	\$288.00
05/29/09	RES	Review and preparation of Monthly Fee Request for April 2009 (.5); review billing in Word and Excel formats (.4); preparation of e-mail distribution of Monthly Fee Request with attachments (.5).	1.40	\$672.00
TOTAL FOR SERVICES				\$4,667.50

ATTORNEY RECAP

NAME	RATE	HOURS	VALUE
W. SCHWARZSCHILD III	\$480.00	3.90	\$1,872.00
R. E. SPICER JR.	\$480.00	5.40	\$2,592.00
R.W. HULCHER	\$295.00	0.30	\$88.50
ROBERT J. NOBLE	\$230.00	0.50	\$115.00

DISBURSEMENTS

Photocopies	\$30.00
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WILLIAMS MULLEN

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NORTH CAROLINA • VIRGINIA • WASHINGTON, D.C. • LONDON

LANDAMERICA FINANCIAL GROUP INC

Client: 003697

Matter: 0356

JUNE 9, 2009

Invoice No: 632888

TOTAL DISBURSEMENTS \$30.00

TOTAL THIS STATEMENT \$4,697.50

EXHIBIT D

United States Bankruptcy Court
Eastern District of Virginia
Richmond Division

In re LandAmerica Financial Group, Inc., Case No. 08-35994 (KRH)

Fee Application Summary

Applicant: Williams Mullen

Special Corporate Counsel to the Debtor

Interim Fee Period

March 1, 2009 through May 31, 2009

<u>Categories</u>	<u>Hours</u>	<u>Amount</u>
General Corporate	1.9	\$722.00
Securities	6.8	\$3,264.00
Executive Benefits	17.5	\$8,400.00
Cash Balance Plan	71.4	\$23,828.00
Employee Savings and Stock Ownership Plan	51.5	\$18,591.00
General Employee Benefits	0.9	\$355.00
Bankruptcy	<u>52.0</u>	<u>\$19,854.50</u>
TOTAL HOURS/TOTAL FEES	202.0	\$75,014.50

Total Fees:	\$75,014.50
Amount Paid by Debtor after Fourth Monthly Fee Request:	\$30,100.20
Amount Paid by Debtor after Fifth Monthly Fee Request:	\$16,737.35
Amount Paid by Debtor after Sixth Monthly Fee Request:	\$16,924.78

Remaining Amount Due in Compensation:	<u>\$11,252.17</u>
--	---------------------------

Month	Fees	Fees Paid	Expenses	Expenses Paid	Total Outstanding
March	\$35,412.00	\$30,100.20	\$165.20	\$165.20	\$5,311.80
April	\$19,691.00	\$16,737.35	\$39.15	\$39.15	\$2,953.65
May	\$19,911.50	\$16,924.78	\$30.00	\$30.00	\$2,986.72
Total	\$75,014.50	\$63,762.33	\$234.35	\$234.35	\$11,252.17

Total Expenses:	\$234.35
Amount Paid by Debtor after Fourth Monthly Fee Request:	\$165.20
Amount Paid by Debtor after Fifth Monthly Fee Request:	\$39.15
Amount Paid by Debtor after Sixth Monthly Fee Request:	\$30.00

Remaining Amount Due in Expense Reimbursement:	<u>\$0.00</u>
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EXHIBIT E

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
LANDAMERICA FINANCIAL)	Chapter 11
GROUP, INC.,)	
)	Case No. 08-35994 (KRH)
Debtor.)	

**ORDER ALLOWING INTERIM
COMPENSATION AND EXPENSE REIMBURSEMENT
(Williams Mullen)**

This matter came before the Court upon the Second Interim Application Of Williams Mullen For Allowance Of Compensation And Expense Reimbursement As Special Corporate Counsel To The Debtor (the "Application") filed by Williams, Mullen, Clark & Dobbins, P.C. ("Williams Mullen"); and it appearing to the Court that (i) Williams Mullen provided proper notice of the Application to all necessary parties; (ii) no objections to the Application have been filed; and (iii) the request for compensation of expenses as allowed herein is reasonable, it is hereby ORDERED that:

1. The Application is hereby approved in its entirety, and the compensation for the Interim Fee Period (March 1, 2009 through May 31, 2009) in the total amount of \$75,014.50 is hereby approved, and the Debtor is hereby authorized and directed to pay Williams Mullen the unpaid portion of such compensation.
2. The reimbursement of expenses for the Interim Fee Period in the total amount of \$234.25 is hereby approved, and the Debtor is hereby authorized and directed to pay Williams Mullen any unpaid portion of such reimbursements.
3. Upon entry the Clerk shall serve by electronic delivery or first class mail, postage-

prepaid, copies of this Order on the Office of the United States Trustee and Williams Mullen.

ENTER:

UNITED STATES BANKRUPTCY JUDGE

We ask for this:

Robert E. Spicer, Jr. (VSB No. 24194)
William H. Schwarzschild III (VSB No. 15274)
R. Joseph Noble (VSB No. 77138)
Williams Mullen
1021 East Cary Street
Richmond, Virginia 23219
Tel: 804.783.6432
Fax: 804.783.6507

Counsel for the Debtor

Seen and no objection:

Robert B. Van Arsdale
Office of the United States Trustee
701 East Broad Street, Suite 4304
Richmond, Virginia 23219

Assistant United States Trustee

LOCAL RULE 9022-1 CERTIFICATION

In accordance with Local Rule 9022-1, the foregoing proposed order has been endorsed by or served upon all necessary parties.

Counsel